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DELPHI CORPORATION
(formerly Delphi Automotive Systems Corporation)
5725 Delphi Drive
Troy, Michigan
U.S.A. 48098-2815

For the attentionof: Director of FX & Commodity

10th October 2005

Dear Sirs

Notice of Termination as a Result of a Voluntary Filing of Delphi Corporation

We refer to the 1992 ISDA Master Agreement (as amended from time to time, the "Master Agreement") dated as of November 23rd, 2001 between Delphi Corporation (formerly Delphi Automotive Systems Corporation) ("Counterparty") and Barclays Bank PLC ("Barclays"). All capitalized terms not otherwise defined in this notice shall have the meanings assigned to them in the Master Agreement.

An Event of Default has occurred with respect to you under Section 5(a)(vii) of the Master Agreement and such Event of Default is continuing.

Pursuant to Section 6(a) of the Master Agreement, Barclays hereby designates Wednesday 12th October 2005 as the Early Termination Date in respect of all outstanding Transactions. Barclays will provide you with a statement in accordance with Section 6(d)(i) of the Master Agreement specifying the payments due in relation to the Early Termination Date.

In accordance with Section 12(a) of the Master Agreement, this notice is being sent by courier during normal business hours and will be deemed effective Tuesday 11th October 2005.

We reserve all our other rights and remedies in relation to Counterparty.

This notice shall be governed by and construed in accordance with the laws applicable to the Master Agreement.

Yours faithfully

A handwritten signature in dark ink, appearing to be a stylized 'M' or 'J' followed by a long horizontal flourish.

Barclays Bank PLC